



## ANNEXURE-VIII

# Corporate Governance Report

The Board of Directors of the Company has pleasure in presenting the Company's Report on Corporate Governance for the Financial Year 2021-22 pursuant to Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulation').

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on corporate governance revolves around sound, transparent and fair business practices with accountability. The key features of the Corporate Governance Policy of your Company are to maintain the highest standards for disclosure practices, professionalism, transparency and accountability in all its dealings. We practice Good corporate governance not only for compliances with applicable statutes, but also to ensure transparency, provide a robust MIS and to ensure that interest of all stakeholders is protected. This helps the Company to generate wealth with honour.

As a good corporate citizen, Bhagiradha Chemicals and Industries Limited (BCIL) is committed to sound corporate practices based on ethical conduct, safety and environmental concerns; control and finance; commitment to employees and maintain stakeholder relationships.

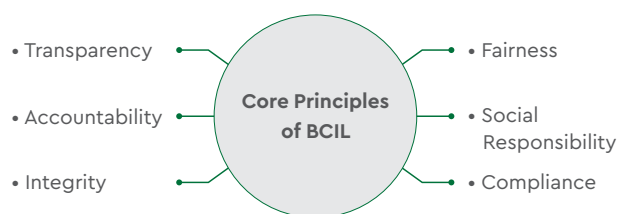
The Company has a strong legacy of ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is based on its core values viz Quality, Reliability, Consistency, Trust and Integrity.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened through the BCIL Code of Conduct for Prevention of Insider Trading and the Code of Fair Disclosure Practices.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI Listing Regulations").

In compliance with the Corporate Governance requirements as prescribed under the Companies Act, 2013 read with the Rules made thereunder ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, the company has adopted various codes and policies to carry out business in an ethical manner which are hosted on the website of the company at <https://www.bhagirad.com/corporate.html>



### 2. BOARD OF DIRECTORS:

#### a. Composition and category of Directors

The Board of Directors of the Company is constituted with experienced and professional Directors from different fields. The Board of Directors of the Company ('Board') has an optimum combination of Executive, Non-Executive & Independent Directors including Women Directors.

The Board is responsible to supervise the Corporate Governance practices in the Company. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations under the applicable corporate governance rules.

As on March 31, 2022, the Board comprises of 8 directors i.e

- two Executive Directors (one Managing Director and one Whole-time Director) and
- five Non-Executive Independent Directors including the Chairman of the Board and
- one Non-Executive Non Independent Director.



Five directors are Non-Executive Independent Directors. The Board has two woman directors out of which one is an Independent Director. The composition of the Board is in conformity with the Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations

The strength of the Board is accentuated by diversity in terms of the collective skill sets, and experience of the Directors.

Composition of Board as on 31.03.2022 is as follows:

Sr. No.	Name of the Director	Category
1.	Sri. K.S. Raju	Non-Executive Independent Director, Chairman
2.	Sri. S. Chandra Sekhar	Promoter, Managing Director
3.	Sri. Ketan Chamanlal Budh	Whole time Director
4.	Sri. Sudhakar Kudva	Non-Executive Independent Director
5.	Sri. G.S.V. Krishna Rao	Non-Executive Independent Director
6.	Sri. Kishor Shah	Non-Executive Independent Director
7.	Smt. G Aruna	Non-Executive Independent Woman Director
8.	Smt. S. Lalitha Sree	Non-Executive – Non Independent Woman Director

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March, 2022 have been made by the Directors. None of the Directors are related to each other except Smt S. Lalitha Sree and Sri S. Chandra Sekhar

**b. Attendance of each Director at the meeting of the Board of Directors and the last Annual General Meeting:**

Name of Director	Category	Attendance at Board Meetings		Whether present at the previous AGM
		Held	Attended	
Sri. K.S. Raju	Non-Executive Independent Director, Chairman	6	5	Yes
Sri. S. Chandra Sekhar	Promoter, Managing Director	6	6	Yes
Sri. Ketan Chamanlal Budh	Whole time Director	6	6	Yes
Sri. Sudhakar Kudva	Non-Executive – Independent Director	6	6	Yes
Sri. G.S.V. Krishna Rao	Non-Executive – Independent Director	6	6	Yes
Sri. Kishor Shah	Non-Executive – Independent Director	6	6	Yes
Smt. G Aruna	Non-Executive – Independent Director	6	6	Yes
Smt. S. Lalitha Sree	Non-Executive – Non Independent Director	6	6	Yes
*Sri. D. Sadasivudu	Non-Executive – Non Independent Director	1	1	Yes

\*Sri. D. Sadasivudu, Non-Executive – Non Independent Director had retired from the Board w.e.f 10.08.2021



**c. Number of other board of directors or committees in which a directors is a member or chairperson**

Name of the Director	No of Directorships in listed entities including this listed entity	Number of memberships / chairmanships in Audit / Stakeholder Committee(s) including this listed entity		Name of the other listed Company as on 31-03-2022	Category of Directorship
		Chairman	Member		
Sri K.S. Raju	1	-	-	-	-
Sri S. Chandra Sekhar	1	-	2	-	-
Sri Ketan Chamanlal Budh	1	-	-	-	-
Sri Sudhakar Kudva	2	2	3	NACL Industries Ltd	Non-Executive, Independent
*Sri. D. Sadasivudu	1	-	-	-	-
Smt S. Lalitha Sree	1	-	-	-	-
Sri G.S.V. Krishna Rao	1	1	2	-	-
Sri Kishor Shah	2	1	2	GKW Limited	Non-Executive Independent
Dr G Aruna	1	-	-	-	-

**Note:**

- The directorships held by directors as mentioned above, do not include directorships in Foreign Companies.
- In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all Public Limited Companies have been considered.

\*Sri. D. Sadasivudu, Non-Executive – Non Independent Director had retired from the Board w.e.f 10.08.2021

None of the Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 ("the Act") and Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, across all the Companies in which he/ she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

**d. Board Meeting**

The meetings of the Board are held in compliance with the requirements under regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, six meetings of the Board of Directors of the Company were held on 04-05-2021, 12-08-2021, 30-10-2021, 14-12-2021, 04-01-2022, 29-01-2022, in accordance with the provisions of the Act and the gap between two meetings did not exceed one hundred and twenty days. Necessary quorum was present for all the meetings

All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under the Listing Regulations

Pursuant to Schedule IV of the Companies Act, 2013 & Rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. The meeting shall review the performance of non-independent directors and the Board as a whole; review the performance of the Chairperson of the Board, taking into account the views of the executive directors and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Management and the board that is necessary for it to effectively and reasonably perform its duties.

During the year, a separate meeting of the Independent Directors was held on 4<sup>th</sup> May, 2021, without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.



### Agenda and relevant information to Directors:

The agenda for each Board/ Committee meeting is circulated well in advance to the Directors. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Every Board/ Committee Member is free to suggest items for inclusion in the agenda. The agendas and other relevant documents/ information to Board/ Committee members are provided in secured electronic mode

#### e. Disclosure of relationship between Directors inter-se

As on 31.03.2022 the Board comprises of 8 directors i.e two Executive Directors (one Managing Director and one Whole- time Director) and five Non-Executive Independent Directors including the Chairman of the Board and one Non-Executive Non Independent Director

None of the Directors are related to each other except for Sri. S. Chandra Sekhar, Managing Director who is the spouse of Smt S. Lalitha Sree, Non-Executive Non Independent Director.

#### f. Number of shares and convertible instruments held by non- executive directors

None of the Non-executive directors of the Company are holding any shares and convertible instruments except Smt. S. Lalitha Sree, Non-Executive Director of the Company holding 60,000 equity shares and Sri. D. Sadasivudu holding 63,600 equity shares as on March 31, 2022

\*D. Sadasivudu, Non-Executive – Non Independent Director had retired from the Board w.e.f 10.08.2021

#### g. web link where details of familiarisation programmes imparted to independent directors is disclosed

On being introduced onto the board of the company, every director is given an induction and is made aware about the organization's Vision, mission, Challenges, risk and opportunities. The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's policies and practices.

The newly appointed Directors are given induction and orientation with respect to Company's Vision, Core purpose, Core Values and Business operations. In addition, detailed presentations are made by Senior Management Personnel on business environment, performance of the Company at every Board Meeting. The

above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and enables the Directors to fulfill their role/ responsibility.

The details of familiarization programme imparted to independent directors during the FY 2021- 22 is available on the website of the company at: <https://www.bhagirad.com/>

#### h) Skills/Expertise/Competencies of the Board of Directors.

The Directors of your Company comprise of qualified individuals who collectively possess the skills, competencies, and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

The following is the list of core skills/expertise/ competencies identified by the Board of Directors as required in the context of the Company's business (es) for it to function effectively and those available with the Board as a whole.

- i. Sales & Marketing: Experience in sales and marketing management based on understanding of the industry, developing strategies to grow sales and market share, build brand awareness, equity and enhance enterprise reputation.
- ii. General management/Governance and Compliance: Service on a company board to develop insights about maintaining board and management accountability, Strategic thinking, decision making, protecting shareholder interests, and observing appropriate governance practices. Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.
- iii. Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc. Management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a financial officer, accounting officer, controller, auditor or person performing similar functions
- iv. Technical and professional skills/ Policy Development: Ability to identify key issues and opportunities for the Company and develop appropriate policies to define the parameters within which the organisation





- should operate and knowledge including legal and regulatory aspects.
- v. Operational Skill/ Strategy planning, Mergers and Acquisitions: Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities. Leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plan.
- vi. Leadership: Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth. Oversee strategic human resource management including workforce planning, employee and industrial relations and oversee large scale organisational change.
- vii. Information Technology: A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate innovation, and extend or create new business models. Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.
- viii. International Business: Knowledge of and experience in companies with operations outside of India.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Director	Area of Expertise							
	Financial	Policy Development	Leadership	Information Technology	Strategy planning, Mergers and Acquisitions	Governance and Compliance	Sales & Marketing	International Business
K.S. Raju		✓	✓		✓	✓	✓	
S. Chandra Sekhar	✓	✓	✓		✓	✓	✓	✓
Ketan Chamanlal Budh		✓	✓		✓		✓	✓
Sudhakar Kudva	✓	✓	✓		✓	✓		✓
S. Lalitha Sree					✓	✓		
G.S.V. Krishna Rao	✓	✓	✓		✓	✓		
Kishor Shah	✓		✓		✓	✓		
G Aruna		✓	✓	✓	✓	✓	✓	✓

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

#### i. Confirmation from the Board

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. They also

declare that apart from receiving sitting fees for attending the Board/Committee meetings, they did not have any pecuniary relationship or transactions with the company, its promoter, its directors, senior management and they are not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect their independence, and is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.

Further, the Board after taking these declarations /disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and fulfill the conditions specified in the Listing Regulations and are Independent of the Management



**j. During the year under review none of the independent directors had resigned from the Board.**

**Committees of the Board**

During the period under review, the Board has five committees i.e.

- i. Audit Committee,
- ii. Nomination and Remuneration Committee,
- iii. Corporate Social Responsibility Committee
- iv. Stakeholders Relationship Committee and
- v. Risk Management Committee.

The quorum for committee meetings is as per the Companies Act and SEBI Listing Regulation. The Company Secretary of the company is acting as the Secretary in each Committee

### 3. AUDIT COMMITTEE

**a. Brief description of Terms of Reference**

The Committee composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Members of the Audit Committee possess financial, accounting expertise/exposure

The Audit Committee of the Company is responsible for supervising the Company's internal controls and financial reporting process and inter alia, performs the following functions:

- Oversight of the Company's financial reporting process and disclosure of its financial information;
- Review of the Company's accounting policies, internal accounting controls, financial and such other matters;
- Review the functioning of Whistleblower Mechanism of the Company which shall include the Vigil Mechanism for Directors and employees to report genuine concerns in the prescribed manner;
- Discuss and review, with the management and auditors, the annual/quarterly Financial Statements before submission to the Board;
- Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgements made, nature and scope of audit;

- Evaluate auditors' performance, qualification, independence and effectiveness of audit process;
- Recommend to the Board, the appointment, re-appointment, removal of the external auditors, fixation of audit fees and also approval for payment of audit and non-audit services;
- Scrutinise inter-corporate loans and investments, and review the utilisation of loans and/or advances/investment by the holding company in the subsidiary;
- Reviewing the adequacy of internal control system, internal audit function and risk management function;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Provide guidance to the Compliance Officer for setting forth policies and implementation of the Code of Conduct for Prevention of Insider Trading. Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verifying that the systems for Internal Controls are adequate and are operating effectively;
- Review the significant related party transactions;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.



**b. composition, name of members and chairperson:**

The Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 as amended from time to time.

Name	Category	Designation
Sri. Sudhakar Kudva	Non- Executive Independent Director	Chairman
Sri. S. Chandra Sekhar	Executive Director	Member
Sri. G.S.V Krishna Rao	Non -Executive Independent Director	Member
Sri. Kishor Shah	Non -Executive Independent Director	Member

**c. meetings and attendance during the year**

The meetings of the Audit Committee are held in compliance with the requirements under regulation 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Four Audit Committee meetings were held during the financial year 2021-22 i.e. on 04-05-2021, 12-08-2021, 30-10-2021, 29-01-2022.

**Meetings of the Committee as on March 31, 2022:**

Name	Designation	No. of Meetings	
		Held	Attended
Sri. Sudhakar Kudva	Chairman	4	4
Sri. S. Chandra Sekhar	Member	4	4
Sri. G.S.V Krishna Rao	Member	4	4
Sri. Kishor Shah	Member	4	4

Sri Sudhakar Kudva, Chairperson of the Audit Committee is a Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India. He has over 40 years of experience in various senior positions in India and abroad. The industry spectrum of his experience includes International Trading and Contracting, Financial Services, Manufacturing of alloy and carbon steel, seamless tubes, Mining, Port operations and Logistics. All Members of the Audit Committee are financially literate.

Sri B Krishnamohan Rao, Chief Financial Officer of the Company is the permanent invitee and Statutory Auditor and Internal Auditors are also invited to the Audit Committee Meeting and the Company Secretary acts as the Secretary to the Committee. The Committee, from time to time, also invites such other executives, as it considers appropriate, to be present at the Meetings

per the Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations, Section 178 of the Companies Act, 2013 as amended from time to time:

**Terms of reference**

The terms of reference of the Nomination & Remuneration Committee are as follows:

- Make recommendations to the Board regarding the setup and composition of the Board;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel ('KMP') and other employees;
- Support the Board and Independent Directors, as may be required, in evaluation of the performance of the Board, its Committees and Individual Directors;

**4. NOMINATION AND REMUNERATION COMMITTEE****a. Brief description of terms of reference**

The terms of reference, constitution, powers, quorum and other matters in relation to the Nomination and Remuneration Committee are as



- Formulate criteria for evaluation of Directors and the Board;
- Recommend to the Board, the appointment or removal of KMP and executive team members;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team members of the Company;
- Devise a policy on Board diversity;
- Recommend to the Board the appointment or re-appointment of Directors;
- Review matters related to remuneration and benefits payable upon retirement and severance to the Managing Director/ Executive Director(s), KMP and executive team members;
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP and executive team members;
- Oversee familiarization programmes for Directors;
- Review people strategy and its alignment with the business strategy periodically or when a change is made to either;
- Provide guidelines for remuneration of Directors on material subsidiaries;

**b. Composition, name of members and chairperson**

The Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 as amended from time to time.

**Composition of the Committee as on March 31, 2022:**

Name	Category	Designation
Sri. Sudhakar Kudva	Non – Executive Independent Director	Chairman
Sri. K.S.Raju	Non – Executive Director, chairman	Member
Sri. G.S.V Krishna Rao	Non – Executive Independent Director	Member

Sri Sudhakar Kudva, Chairperson of the Committee, was present at the last AGM held on August 10, 2021. Sri B Krishna Mohan Rao, Chief Financial Officer of the Company is the invitee to the Nomination & Remuneration Committee Meeting and the Company Secretary acts as the Secretary to the Committee.

**c. meetings and attendance during the year**

Three Nomination & Remuneration Committee meetings were held during the financial year 2021–22 i.e. on 04-05-2021, 14-12-2021, 29-01-2022.

Name	Designation	No. of Meetings	
		Held	Attended
Sri. Sudhakar Kudva	Chairman	3	3
Sri. K.S.Raju	Member	3	2
Sri. G.S.V Krishna Rao	Member	3	3

**d. performance evaluation criteria for independent directors**

One of the key functions of the Committee is to monitor and review the board evaluation framework. Your Board is committed to assessing its own performance in order to identify its strengths and areas in which it may improve its functioning. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of executive / non-executive / independent directors. The

questionnaire is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy, and the effectiveness of the whole Board and its various committees on a scale of one to five. Feedback on each director is encouraged to be provided as part of the questionnaire.





**Selection of Independent Directors:** Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Director on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other Companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

#### Nomination/Remuneration Policy:

The compensation of the Executive Directors comprises of fixed component, perquisites and performance based incentive and is determined based on the remuneration prevailing in the industry and the performance of the Company. The remuneration of the Executive Directors is periodically reviewed and suitable revision is recommended to the Board by the Nomination and Remuneration Committee. The Board shall recommend the same for the approval of the Shareholders. The nomination and remuneration policy as adopted by the Board is placed on the Company's website at <https://www.bhagirad.com/corporate.html>

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee's (SRC) composition and the terms of reference are as

per Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as specified in Section 178 of the Companies Act, 2013 & rules made thereof as amended from time to time.

The Stakeholders Relationship Committee meeting was held one time during the financial year 2021-22 i.e. on 30.10.2021.

#### Terms of reference

The terms of reference of the Stakeholders Relationship Committee are as follows:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares / debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Reviewing details of transfer of unclaimed dividend /securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialization of securities;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To approve issue of duplicate certificates.

#### Composition, name of members and chairperson, meetings and attendance as on March 31, 2022:

Name	Category	Designation	No. of Meetings	
			Held	Attended
Sri. G.S.V Krishna Rao	Non- Executive Independent Director	Chairman	1	1
*Sri D. Sadasivudu	Non-Executive Director	Member	NA	NA
Sri. Sudhakar Kudva	Non- Executive Independent Director	Member	1	1
**Sri. S Chandra Sekhar	Executive Director	Member	1	1

\*Sri. D. Sadasivudu had resigned from the Committee on August 10, 2021

\*\*Sri. S Chandra Sekhar was appointed as a member of the Committee wef. August 10, 2021

The Company Secretary acts as the Secretary to the Committee.

All valid requests for share transfer received during the year have been acted upon and no such transfer is pending



**a. Name of non-executive director heading the committee:**

Sri. G.S.V Krishna Rao, Non- Executive Independent Director is heading the committee

**b. Name and designation of compliance officer**

**Sharanya. R**

Company Secretary & Compliance Officer  
Bhagiradha Chemicals & Industries Limited  
8-2-269/S/3/A, Plot No. 3, Sagar Society,  
Road No. 2, Banjara Hills, Hyderabad – 500 034  
Ph: 040 42221212 / 2323  
E-mail: [info@bhagirad.com](mailto:info@bhagirad.com)

- c.** Number of shareholders' complaints received during the financial year: Nil
- d.** Number of complaints not solved to the satisfaction of shareholders: Nil
- e.** Number of pending complaints : Nil

## 5A. RISK MANAGEMENT COMMITTEE

**a. Brief description of terms of reference**

In accordance with the provisions of Regulation 21 of the SEBI (LODR) Regulations, 2015, the Board

constituted Risk Management Committee. The Committee's prime responsibility is to implement, review and monitor the risk management plan and policy of the Company. The Committee shall be aware of the significant risk exposures of the Company and assess whether Management is responding appropriately towards them in timely manner. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013 and rules made thereunder and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The terms of reference of the Risk Management Committee are as follows:

- (a) Framing, implementing and monitoring the risk management policy of the Company;
- (b) Identification, prioritization, mitigation and monitoring of the risk reported
- (c) Periodical review and assessing the quality, integrity and effectiveness of the risk management system
- (d) Reporting to the Board of Directors, the status of risk management system from time to time

**b. Composition, name of members and chairperson**

The Committee's composition and terms of reference are in compliance with the provisions of Regulation 21 of SEBI Listing Regulations

Name	Category	Designation
Sri. Sudhakar Kudva	Non-Executive Independent Director	Chairman
Sri. G.S.V Krishna Rao	Non-Executive Independent Director	Member
Dr. G Aruna	Non-Executive Independent Director	Member

**c. Meetings and attendance during the year**

The Risk Management Committee meeting was held on 29.01.2022

Name	Designation	No. of Meetings	
		Held	Attended
Sri. Sudhakar Kudva	Chairman	1	1
Sri. G.S.V Krishna Rao	Member	1	1
Dr G Aruna	Member	1	1

The Company Secretary acts as the Secretary to the Committee



**5B. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)****a. brief description of terms of reference**

The Corporate Social Responsibility (CSR) Committee's composition and terms of reference are in compliance with the provisions of section 135 of the Companies Act, 2013.

The CSR Committee is responsible for reviewing corporate social responsibility programmes, health and safety framework and sustainable development. The overall roadmap as well as specific issues of concern including those related to safety and climate change is reviewed in detail. The scope of the CSR Committee also includes approving the budget of CSR, reviewing the CSR programmes and monitoring the CSR spends.

**Terms of reference**

The terms of reference of the CSR Committee are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the activities for the above said purpose.
- To review and monitor the Company's CSR Policy periodically and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislations;
- To provide guidance to management to evaluate long term strategic proposals with respect to CSR implications;
- To review periodic reports on performance of corporate social responsibility activities.

**b. Composition, name of members and chairperson**

The Committee's composition and terms of reference are in compliance with the provisions of section 135 of the Companies Act, 2013.

Name	Category	Designation
Sri. Sudhakar Kudva	Non – Executive Independent Director	Chairman
Sri. S. Chandra Sekhar	Executive Director	Member
Smt. S. Lalitha Sree	Non – Executive Non – Independent Director	Member

Sri B Krishnamohan Rao, Chief Financial Officer of the Company is the invitee to the Corporate Social Responsibility Committee Meeting and the Company Secretary acts as the Secretary to the Committee.

**c. Meetings and attendance during the year:**

The CSR Committee meetings were held twice during the financial year 2021-22 i.e. on 04-05-2021 and 12-08-2021

Name	Designation	No. of Meetings	
		Held	Attended
Sri. Sudhakar Kudva	Chairman	2	2
Sri. S. Chandra Sekhar	Member	2	2
Smt. S. Lalitha Sree	Member	2	2



## 6. REMUNERATION OF DIRECTORS

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to director(s). All Board-level compensation shall be approved by the shareholders and disclosed separately in the financial statements.

The compensation payable to the Independent/ Non-Executive Directors is limited to sitting fees and reimbursement of actual conveyance, travelling and other expenses for attending the Board & Committee meeting(s), as approved by the Board & shareholders, as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

### (a) All pecuniary relationship or transactions of the Non-Executive Directors

There is no pecuniary relationship or transactions between the company and Non-Executive directors except the sitting fees they are getting for attending the board/committee meeting and dividend on shares if any held by him/her.

### (b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of actual expenses for attending the Board/ Committee Meeting. The Non-Executive Directors/ Independent Directors do not have any material pecuniary relationship or transactions with the Company.

### (c) Other disclosures with respect to remuneration:

- i. The Details of remuneration paid for the year ended March 31, 2022 is as follows:

(Amount in ₹)					
Name	Sitting Fees	Remuneration	Perquisites	Commission	Total
<b>Independent Directors</b>					
Sri. Sudhakar Kudva	2,60,000	-	-	-	2,60,000
Sri. GSV Krishna Rao	2,40,000	-	-	-	2,40,000
Sri. Kishor Shah	1,90,000	-	-	-	1,90,000
Dr. G Aruna	1,60,000	-	-	-	1,60,000
Sri. K S Raju	1,45,000	-	-	-	1,45,000
<b>Non-Executive Directors</b>					
Smt. S Lalitha Sree	1,70,000	-	-	-	1,70,000
*Sri. D Sadasivudu	25,000	-	-	-	25,000
<b>Whole-time Directors</b>					
Sri. S Chandra Sekhar	-	96,48,000	-	45,00,000	1,41,48,000
Sri. Ketan Chamanlal Budh	-	32,16,000	-	-	32,16,000

\*Sri. D. Sadasivudu, Non-Executive – Non Independent Director had resigned from the Board w.e.f.10.08.2021

- ii. **Details of fixed component and performance linked incentives, along with the performance criteria:**

The Non-Executive Directors of the Company were paid only sitting fees and reimbursement of actual expenses for attending the Board/ Committee meetings. The performance criteria for Executive Director entitled for Performance Linked Incentive as determined by the Nomination & Remuneration Committee, Board of Directors and approved by the members of the Company.

- iii. **Service Contract, Notice Period, Severance Fees**

Terms of Agreement	Sri S Chandra Sekhar, Managing Director	Sri Ketan Chamanlal Budh Whole-time Director
Period of Contract	5 years upto May 31, 2025	3 years upto May 13, 2022
Severance fees/notice period	The Agreement may be terminated earlier, without any cause, by either Party by giving 3 months' Notice to the other, which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated incentive Remuneration (paid at the discretion of the Board, in lieu of such notice). There is no separate provision for payment of severance fees.	



**iv. Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:**

The Company has not granted any stock option to any of its directors.

Shareholding of the directors as on 31<sup>st</sup> March, 2022

Name	Category	No of equity shares
Sri. S. Chandra Sekhar	Promoter, Executive	12,87,300
* Sri. D. Sadasivudu	Promoter, Non-Executive	63,600
Smt. S. Lalitha Sree	Promoter, Non-Executive	60,000

\*D. Sadasivudu, Non-Executive – Non Independent Director had retired from the Board w.e.f 10.08.2021

Besides dividend on equity shares, if any, held by the Directors and payments as mentioned above no other payments have been made nor have the Directors of the company entered into any transactions of pecuniary nature.

## 7. GENERAL BODY MEETINGS

**a. Location and time, where last three annual general meetings held:**

Financial Year	Date	Time (IST)	Venue
2020-21	August 10, 2021	11:00 a.m	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars) and SEBI.
2019-20	September 04, 2020	11:00 a.m	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars) and SEBI.
2018-19	August 09, 2019	11:00 a.m	Hotel Green Park, Green lands, Ameerpet, Hyderabad, Telangana, 500016

**b. special resolutions passed in the previous three annual general meetings**

Financial Year	Date	Special Resolutions passed during last 3 FYs
2020-21	August 10, 2021	No Special Resolutions were passed
2019-20	September 04, 2020	<ul style="list-style-type: none"> <li>• Reappointment of and revision in remuneration payable to Mr. S. Chandra Sekhar (DIN: 00159543) as Managing Director</li> <li>• Continuation of Directorship of Mr. D.Sadasivudu</li> <li>• Borrowing Powers of the Company and Creation of Charge / Providing Of Security up to ₹ 150 Cr</li> </ul>
2018-19	August 09, 2019	<ul style="list-style-type: none"> <li>• Reappointment of Mr. Sudhakar Kudva as an Independent Non-Executive Director.</li> <li>• Appointment of Mr. Ketan Chamanlal Budh as Whole Time Director</li> <li>• Revision of Remuneration and other terms &amp; conditions of the appointment of Mr. S. Chandra Sekhar, Managing Director of the Company</li> </ul>



### c. Postal Ballot

#### No special resolutions were passed last year through postal ballot

During the year, following Resolutions were passed by the Company through Postal Ballot.

During the financial year 2021-22, Members of the company have approved the resolutions, stated below by requisite majority, by means of Postal ballot, conducted by the company by way of remote e-voting pursuant to section 110 of the companies act, 2013, on Saturday, February 05, 2022 (being last date of e-voting), the results of which were declared on February 06, 2022.

The details of the voting pattern are given below

S. No	Resolution	Type of Resolution	No of Votes Polled	Votes Cast in favour		Votes Cast against	
				No of Votes	%	No of Votes	%
1.	Increase in Authorised Share Capital of the Company from existing ₹ 10,00,00,000 to ₹ 15,00,00,000 by addition of 50,00,000 equity shares of ₹ 10/- each	Ordinary Resolution	38,28,595	38,28,536	99.998	59	0.002
2.	Alteration of the Capital Clause of the Memorandum of Association of the Company pursuant to the increase in the authorized share capital	Ordinary Resolution	38,28,595	38,28,526	99.998	69	0.002
3.	Appointment of Sri. K S Raju (DIN: 00008177) as a Non-Executive Independent Director (in the category of Chairman) of the Company	Ordinary Resolution	38,28,595	38,28,536	99.998	59	0.002
4.	Employee Reservation along with Rights Issue up to such limits as would be decided by the Rights Issue Committee or any other limit prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) for the existing employees (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations) of the Company.	Special Resolution	38,28,595	38,28,526	99.998	69	0.002

#### Person who conducted the postal ballot exercise

The Company has appointed Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

#### As on date, no special resolution is proposed to be conducted through postal ballot;

#### Procedure for postal ballot

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended, the Company had issued Postal Ballot Notice dated January 4, 2022 to the Members, seeking their consent with respect to the resolutions stated in the notice. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Companies Act, 2013 read with rules thereunder, the Company had provided remote e-voting facility to all the Members of the Company.



The Company engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The Board of Directors had appointed Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, as Scrutinizer for Postal Ballot process. The voting period commenced at 09:00 A.M. on January 07, 2022 (IST) and ended at 05:00 P.M. on February 05, 2022. The Scrutiniser, after the completion of scrutiny, submitted his report to the Chairperson of the Company on Sunday, February 06, 2022. Based on the scrutinizer's Report, the voting results were declared by Sri. K S Raju, (DIN: 00008177), Chairman of the Company, on Sunday, February 06, 2022 in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

## 8. MEANS OF COMMUNICATION:

### a. Quarterly results

The quarterly/half-yearly/annual financial results are displayed under 'Investors' section of the Company's website viz. [www.bhagirad.com](https://www.bhagirad.com). They are also filed with the BSE Limited and National Stock Exchange of India Limited (NSE) through their Online Portal, as per the applicable provisions of the SEBI (LO&DR) Regulations, 2015 as amended from time to time. The shareholders are provided with the necessary information with notices sent for the Annual General Meeting / Extraordinary General Meeting. Any other information sought by shareholders is being provided on request.

### b. Newspapers wherein results normally published

The quarterly/annual Financial results are published in Financial Express (all editions), English Language National Daily; and Nava Telangana (Hyderabad edition), regional language where the Registered Office of the company is situated i.e. Hyderabad

### c. Website:

The Company's website i.e., <https://www.bhagirad.com> contains a separate dedicated section 'Investors' where shareholders information is available. Full text of Annual Report

is also available on the website in a user friendly and downloadable format as per the requirement of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

### d. News Releases, Presentations etc:

The Quarterly results, Shareholding Patterns, Official News releases, analysis and information to investors, etc. are displayed on the company's website: <https://www.bhagirad.com/> as well as the website of the Stock Exchanges where the shares of the Company are listed.

### e. presentations made to institutional investors or to the analysts

During the year under review the company has not made any presentations to institutional investors or to the analysts

**Stock Exchange Intimations:** All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the shares of the Company are listed.

**Presentations to shareholders/ Members Annual Report:** The Annual Report containing inter – alia Notice of the 29<sup>th</sup> Annual General Meeting, Audited Annual Accounts (Standalone & Consolidated), Directors' Report including Annexure thereto, Auditors Report, Management Discussion and Analysis, Report on Corporate Governance, Secretarial Audit Report and other important information is circulated to Members and others entitled thereto.

**Reminder to Investors:** Reminders for unclaimed/ unpaid dividend and shares thereof, are sent to shareholder. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed with BSE Limited and National Stock Exchange of India Limited (NSE) through their Online Portal.

**SEBI Complaints Redress System:** The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.



## 9. GENERAL SHAREHOLDER INFORMATION

(a)	<b>Date, time and venue of the Annual General Meeting</b>	Friday, 12 August, 2022 at 11:00 a.m. through video conference/ other audio visual means
(b)	<b>Financial year</b>	April 01 to March 31
(c)	<b>Dividend Payment date</b>	The Board of Directors of the Company have recommended a final dividend on equity shares at the rate of (20%) i.e. ₹2/- (Rupees Two only) per equity share of face value of ₹10/- (Ten Rupees) for the Financial Year ended March 31, 2022  The final dividend, if approved, by the members at the 29 <sup>th</sup> AGM, would be paid within 30 days from the date of the AGM.
	<b>Book Closure</b>	Saturday, August 6, 2022 to Friday, August 12, 2022 (both days inclusive)
(d)	<b>Listing on stock exchanges</b>	i. <b>BSE Limited (BSE)</b> , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  ii. <b>National Stock Exchange of India Limited (NSE)</b> , Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051  The shares of the company got listed on NSE w.e.f 18 <sup>th</sup> October, 2021, The listing fees for the year 2022–23 has been paid to the above stock exchanges.
(e)	<b>BSE Scrip Code; NSE Symbol</b>	531719  BHAGCHEM
	<b>Corporate Identification Number(CIN)</b>	L24219TG1993PLC015963
	<b>International Securities Identification Number (ISIN) for equity shares of ₹ 10/- each under Depository System</b>	INE414D01019

### (f) Market Price Data High, Low during each month in last Financial year

**The monthly high and low price quotations of the company's shares at the BSE Limited during the period from 01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022**

Month	Open Price	High Price	Low Price	Close Price
Apr-21	520	524	440	497.75
May-21	519.95	574	480	512.4
Jun-21	510	734.9	480	617.6
Jul-21	611.5	725	611.5	681.35
Aug-21	689	709.8	620	664.25
Sep-21	673.4	698	629	648.35
Oct-21	654.7	875	640	813.85
Nov-21	834.2	900	741.6	828.65
Dec-21	838.25	1050	776.35	973.1
Jan-22	976.5	1059.7	936	1047.25
Feb-22	1081.65	1133.85	905.9	1010.95
Mar-22	990.3	1099.9	920.3	1015.25

**The monthly high and low price quotations of the company's shares at the National Stock Exchange Limited (NSE) during the period from 18<sup>th</sup> October, 2021 to 31<sup>st</sup> March, 2022.**

The shares of the company got listed on NSE w.e.f 18<sup>th</sup> October, 2021.

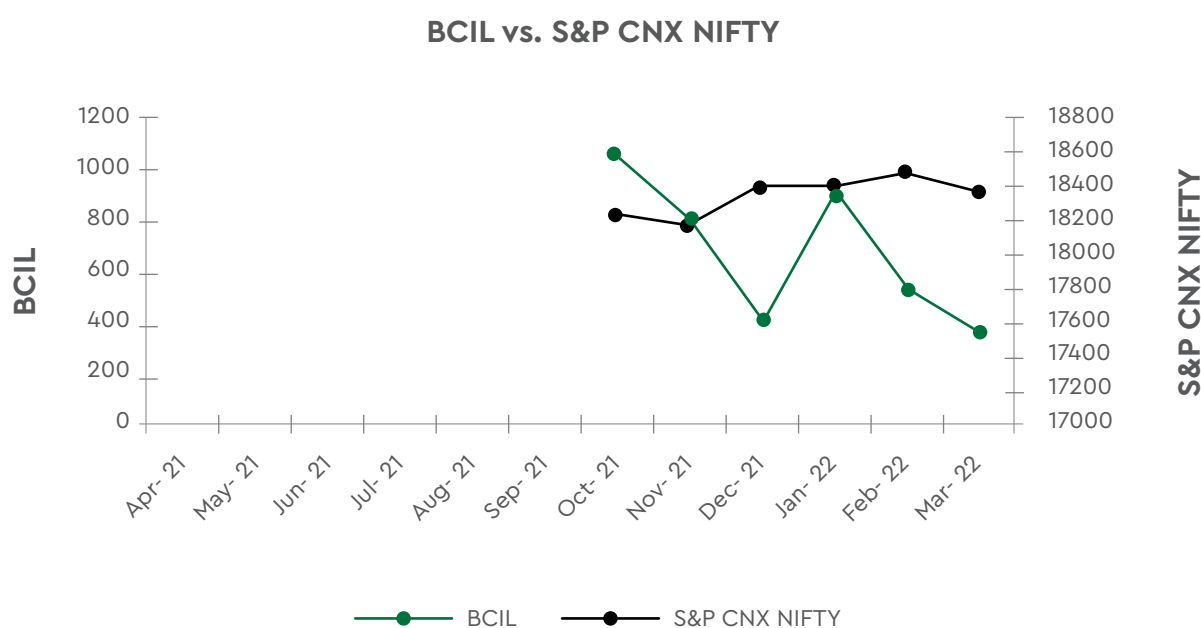
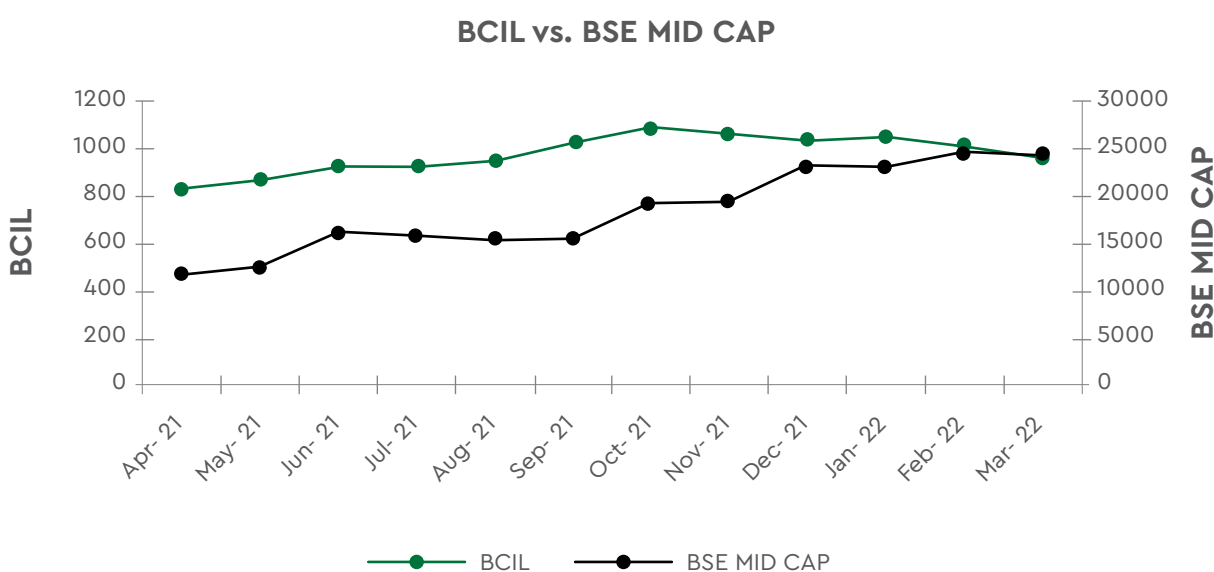


**The monthly high and low price quotations of the company's shares at the National Stock Exchange Limited (NSE) during the period from 18<sup>th</sup> October, 2021 to 31<sup>st</sup> March, 2022.**

The shares of the company got listed on NSE w.e.f 18<sup>th</sup> October, 2021.

Month	Open Price	High Price	Low Price	Close Price
Oct-21	772.5	830	750.35	809.5
Nov-21	805.55	844	800	826.75
Dec-21	976	985	955.05	981.1
Jan-22	1019.4	1054.9	993.65	1047.3
Feb-22	1020	1024	982	1008.75
Mar-22	990.05	1017.5	990.05	1015.6

**(g) Performance in comparison to broad based indices- BSE MID CAP & NSE NIFTY**



\*The shares of the company got listed on NSE w.e.f 18th October, 2021



(h) During the year under review the shares of your Company were not suspended from trading by any of the stock exchange where the shares are listed.

**(i) Registrar to an issue and share transfer agents**

For shares related matters, the shareholders are requested to correspond with the RTA of the Company quoting their Folio Number or Client ID and DP ID at the following address

**XL Softech Systems Limited:**

8-2-269/S/3/A, Plot No. 3, Sagar Society, Road No. 2,  
Banjara Hills, Hyderabad – 500 034  
Phone: 91-40-23545913/5  
Fax : 91-40-23553214  
E-mail : [xlfield@gmail.com](mailto:xlfield@gmail.com)

**(j) Share Transfer System**

All the valid transfers received are processed and approved by the Registrar and Share Transfer Agent of the company i.e XL Softech Systems Limited

**(k) Distribution of Shareholding**

Distribution of shareholding as on 31<sup>st</sup> March, 2022

Sl. No.	Shareholding of nominal value (₹)	Number of shareholders	Percentage of shareholders	Amount of shareholding (₹)	Percentage of shares held
1	up to 5000	2130	85.96	1689390	2.03
2	5001-10000	125	5.04	1023060	1.23
3	10001-20000	61	2.46	906370	1.09
4	20001-30000	34	1.37	885910	1.07
5	30001-40000	22	0.89	771840	0.93
6	40001-50000	13	0.52	610260	0.73
7	50001-100000	26	1.05	2033540	2.45
8	1,00,001 & above	67	2.70	75176630	90.47
	<b>Total</b>	<b>2478</b>	<b>100.00</b>	<b>83097000</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2022**

Sl. No.	Description	No. of cases	Total Shares	% Equity
<b>A. PROMOTERS</b>				
1.	Promoters	9	1683183	20.26
2.	Promoters Bodies Corporate	1	386000	4.65
	<b>A. Total shareholding of the Promoter and Promoter Group</b>	<b>10</b>	<b>2069183</b>	<b>24.90</b>
<b>B. PUBLIC</b>				
3.	Foreign Portfolio Investors	1	73979	0.89
4.	Individuals –	2218	849259	10.22
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.			
5.	Individuals –	20	2268608	27.30
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.			
6.	Bodies Corporate	74	2865565	34.48
7.	Non Resident Indians	47	67172	0.81
8.	Clearing Members	15	71097	0.86
9.	Trust	1	10	0.00
10.	H U F	92	44827	0.54
	<b>B. Total Shareholding of Public</b>	<b>2468</b>	<b>6240517</b>	<b>75.10</b>
	<b>Total (A+B)</b>	<b>2478</b>	<b>8309700</b>	<b>100</b>

**Shareholding pattern of the Promoter and Promoter Group as on March 31, 2022**

S. No	Name of the Shareholder	No. of Shares held	Shares as a % of total number of Shares
1.	Sri Singavarapu Chandrasekhar	12,87,300	15.49
2.	M/s Greenpath Energy Private Limited	3,86,000	4.65
3.	Smt Eadara Jayalaxmi	2,00,213	2.41
4.	Sri Dodda Sadasivudu	63,600	0.77
5.	Smt Singavarapu Lalitha Sree	60,000	0.72
6.	Sri Kudaravalli Rama Krishna	25,000	0.30
7.	Smt Kudaravalli Sri Lakshmi	24,500	0.29
8.	Sri T Kalyan Chakravarthi	10,000	0.12
9.	Smt K Baby (deceased)	10,000	0.12
10.	Smt Potini Vijaya Lakshmi	2570	0.03
	<b>Total</b>	<b>20,69,183</b>	<b>24.90</b>

**Details of Shareholding in physical mode and electronic mode as on 31<sup>st</sup> March, 2022**

Sl .No	Description	No of shares	% of equity
1	Physical	6,019	0.08
2	NSDL	59,73,153	71.88
3	CDSL	23,30,528	28.04
	<b>Total</b>	<b>83,09,700</b>	<b>100.00</b>

**Categories of Shareholding as on 31<sup>st</sup> March 2022**

Category	No. of shares held	No. of shareholders	% to Equity
Promoters & PAC	20,69,183	10	24.90
Public	62,40,517	2468	75.10
<b>Total</b>	<b>83,09,700</b>	<b>2478</b>	<b>100.00</b>

\*49,100 equity shares of ₹ 10/- each were forfeited at the Board Meeting held on 28.01.2006, hence not included in the total shareholding

**(I) Dematerialization of Shares and liquidity**

99.92% of the Company's paid-up Equity share capital has been dematerialised as on March 31, 2022. The total holdings of shares of promoters/PAC are in Demat form. The trading of the Equity shares of the company is permitted only in dematerialised form as per the notification issued by SEBI.

The Company has complied with Regulation 31(2) of SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015, as follows:

Category of shareholder	Total		Shares In Demat Form		
	No of Shareholders	Number of shares Held	No of Shareholder	Number of shares Held	% of Respective Shareholding
Promoters & Promoters Group	10	20,69,183	10	20,69,183	100%
Public	2468	62,40,517	2538	62,34,498	99.90%
<b>Total:</b>	<b>2478</b>	<b>83,09,700</b>	<b>2548</b>	<b>83,03,681</b>	

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.



**(m) outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs or ADRs or Warrants or Convertible Instruments in the Current Financial year

**(n) commodity price risk or foreign exchange risk and hedging activities:**

As the company is not engaged in commodity business, commodity risk is not applicable. The foreign exchange risk is managed/ hedged to the extent considered necessary as per the policy of the company.

**(o) Plant Location**

Cheruvukommu Palem (Village), Ongole (Mandal)

Prakasam (District), Andhra Pradesh-523272

**(p) Address for Correspondence**

**Bhagiradha Chemicals & Industries Limited**

8-2-269/S/3/A, Plot No. 3, Sagar Society, Road No. 2

Banjara Hills, Hyderabad - 500 034,

Tel. (040) 42221212, Fax (040) 23540444,

Email : [info@bhagirad.com](mailto:info@bhagirad.com)

**(q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year**

Rating Agency	Facilities Rated	Amount Rated ₹ in Cr	Rating Assigned	Date of Rating
Care Ratings Limited	Long Term Bank Facilities	59.04	CARE BBB; Stable (Triple B; Outlook: Stable)	June 16, 2021
	Short Term Bank Facilities	28.50	CARE A3+ (A Three Plus)	

## 10. OTHER DISCLOSURES

**a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:**

All transactions entered into with related parties during the financial year were on arm's length basis and in the ordinary course of business. The transactions with the related parties are in compliance with Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

There were no materially significant transactions entered into by the Company with the related parties which might be deemed to have had a potential material conflict with the interests of the Company at large. The details of the related party transactions entered during the year and disclosures as required by the Indian Accounting Standards (IND AS 24) are disclosed in the notes forming part of the financial statements. The policy on Related Party Transactions is hosted on the website of the Company at <https://www.bhagirad.com/>

**b. details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years**

The Company has complied with all applicable rules and regulations prescribed by stock exchanges i.e BSE Limited and National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI) or any other statutory authority relating to the capital markets.



**c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee: (Regulation 22 of the SEBI Listing Regulations)**

The Board of Directors of the Company had adopted the Whistle Blower Policy. A mechanism has been established for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee. The Audit Committee reviews periodically the functioning of whistle blower mechanism. There is no complaint received during the Financial Year ended March 31, 2022. No personnel has been denied access to the audit committee. The whistle blower policy has been hosted on the Company's website at <https://www.bhagirad.com/>

**d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with the mandatory requirements of the Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. With regard to the non-mandatory requirements, the Company has complied to the extent stated below:

<b>a</b>	<b>Shareholder rights</b>	Quarterly financial results are published in leading newspaper i.e Financial Express and in vernacular Language where the registered office of the company is situated i.e Nava Telangana. The audited results for the financial year are approved by the Board and then communicated to the members through the Annual Report and also published in the newspapers.
<b>b</b>	<b>Modified opinion(s) in Annual Report</b>	The Statutory Auditors of the company have issued a unmodified opinion on the financial statements of the company for the FY 2021-22
<b>c</b>	<b>Separate post of Chairman</b>	The Company has a separate post of Chairman
<b>d</b>	<b>Other Non-Mandatory Requirements:</b>	The Company would be progressively adopting the other non-mandatory requirements
<b>e.</b>	<b>Reporting of Internal Auditors:</b>	Reporting of Internal Auditors: The Internal Auditors make presentations to the Audit Committee on their reports on a regular basis. They submit the Internal Audit Report with observations, reviews, comments and recommendations through presentations which they have observed during their Audit along with follow up actions taken by the management.

**e. Web link where policy for determining 'material' subsidiaries is disclosed**

The Company has a policy of determining 'material' subsidiaries which is hosted on the company's website at <https://www.bhagirad.com/corporate.html>

**f. Web link where policy for dealing with related party transactions is disclosed**

The Policy on dealing with related party transactions is hosted on the website at <https://www.bhagirad.com/corporate.html>

**g. Disclosure of commodity price risks and commodity hedging activities.**

As the Company is not engaged in commodity business, commodity risk is not applicable

**h. The Company has not made any preferential allotment or qualified institutions placement during the year under review**

**i. Certificate from a company secretary in practice**

A certificate obtained from Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, H No. 158/C, E Seva Lane, Vengal Rao Nagar, Hyderabad, Telangana - 500038 stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority, forms part of the Annual Report at Annexure-3 (C) in the Board's Report



- j. During the year there were no instances where Board had not accepted any recommendation of any Committee of the Board which is mandatorily required.

**k. Remuneration/Fees of Statutory Auditor**

During the year under review, the Company and its Wholly Owned Subsidiary Company had paid the following remuneration/fees to the Statutory Auditors, M/S S. Singhvi & Co., Chartered Accountants (Firm Registration No. 003872S)

The particulars of payment of Statutory Auditors' fees, on consolidated basis are given below:

(Amount in ₹)

Particulars	Bhagiradha Chemicals and Industries Limited	Bheema Fine Chemicals Private Limited
Statutory Audit fee	8,00,000	50,000
Tax Audit	-	-
GST Audit	-	-
<b>Total</b>	<b>8,00,000</b>	<b>50,000</b>

**l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder, the Company addresses complaints pertaining to sexual harassment in accordance with the POSH Act.

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace ('POSH') and the same is uploaded on the website of the Company at [www.bhagirad.com/corporate.html](http://www.bhagirad.com/corporate.html). During the year under review, the Company has not received any complaints related to sexual harassment and no complaint were pending as at the end of the financial year.

The Company periodically conducts awareness programmes for its employees. The following are the summary of sexual harassment complaints received and disposed off during the year:

Sl. No	Particulars	Status of the No. of complaints received and disposed off
1.	No of complaints filed during the financial year	Nil
2.	No of complaints disposed of during the financial year	Nil
3.	No of complaints pending as on end of the financial year	Not Applicable

- m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount - Nil

**11. The Company has complied with all the requirements of Schedule V of Corporate Governance Report as stated under sub-para (2) to (10) of section (C) of Schedule V of the Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015.**

**12. During FY 2021- 22, information as mentioned in Part E of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.**



### 13. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations are as follows:

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/NA
1.	Board of Directors	17	Yes
2.	Audit Committee	18	Yes
3.	Nomination and Remuneration Committee	19	Yes
4.	Stakeholders Relationship Committee	20	Yes
5.	Risk Management Committee	21	Yes
6.	Vigil Mechanism	22	Yes
7.	Related Party Transaction	23	Yes
8.	Subsidiaries of the Company	24	Yes
9.	Obligations with respect to Independent Directors	25	Yes
10.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes
11.	Other Corporate Governance requirements	27	Yes
12.	Website	46(2)	Yes

#### Declaration on Code of Conduct

Pursuant to Regulation 26 read with schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I, K. S. Raju Chairman of the Company, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed the compliance of the Company's Code of Conduct for the Board of Directors and Senior Management for the financial year 31<sup>st</sup> March, 2022.

#### Compliance Certificate from the Auditors

Certificate from Statutory Auditors of the Company M/s. S. Singhvi & Co., Chartered Accountants (Firm Registration No. 003872S), Hyderabad, confirming Compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is forming part of the Annual Report.

#### CEO and CFO Certification

The Chief Executive Officer and the Chief Financial Officer of the Company had given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The annual certificate given by Chief Executive Officer and the Chief Financial Officer forms part of the Annual Report.

The Chief Executive Officer and the Chief Financial Officer of the Company also provide quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015

#### Green Initiative

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Shareholders. Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

#### Code of conduct for prevention of insider trading

The Company has adopted a code of conduct for prevention of Insider Trading (Insider Trading Code) in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading code which is applicable to all directors and designated employees lays down guidelines and procedures to be followed and disclosures to be made while dealing in the securities of the Company



### Non-Mandatory Requirements

The Company has complied with the following non-mandatory requirements of the Listing Regulations relating to Corporate Governance. The status of compliance with the non-mandatory requirements listed in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations is as under:

- During the year under review, there was no audit qualification in the Company's Financial Statements. The Company continues to adopt best practices.
- The Company follows a robust process of communicating with the Shareholders which has been elaborated in the Report under the heading 'Means of Communication'.

### Transfer of Un-Claimed Dividends/Shares

Pursuant to the provisions of Section 124 of the Companies Act, 2013 and read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The following are the year wise dividends remaining unclaimed as on 31.03.2022

Financial Year	Date of Declaration of Dividend	Amount as on 31.03.2022 (In ₹.)	Due Date for transfer to IEPF
2014-15	08-08-2015	94,677	12-09-2022
2018-19	09-08-2019	62,246	13-09-2026
2021-22 (interim dividend)	30-10-2021	8,572	30-11-2028

### Accounting Treatment in preparation of Financial Statements

The Company has prepared the Financial Statements in accordance with the Indian Accounting Standards (Ind AS) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act, as applicable.

### Risk Management

During the year under review, the company has constituted a Risk Management Committee of the Board of Directors. The Committee oversees the Risk Management framework of the company. The risk assessment parameters were reviewed and modified, wherever needed.

#### Registrar & Share Transfer Agents (RTA)

XI Softech Systems Limited  
Address: Plot No. 3, Sagar Society,  
Road No. 2, Banjara Hills, Hyderabad  
500 034 Tel. (040) 23545913  
Fax (040) 23553214  
Email: [Xlfield@Rediffmail.Com](mailto:Xlfield@Rediffmail.Com)

#### Factory Address:

Yerajala Road,  
Cheruvukommupalem Village - 523272,  
Ongole Mandal,  
Prakasam District,  
Andhra Pradesh, India



**Investor Correspondence:**

**Registered Office Address:**

8-2-269/S/3/A  
Plot No. 3, Sagar Society,  
Road No.2 Banjara Hills,  
Hyderabad – 500 034,  
Telangana, India.  
Tel : 0091-40-42221212,  
42212323, 23540616  
Fax : 0091-40-23540444  
E-mail : [info@bhagirad.com](mailto:info@bhagirad.com),  
Site : [www.bhagirad.com](http://www.bhagirad.com)

**Company Secretary & Compliance Officer:**

Smt. Sharanya. R  
Plot No. 3, Sagar Society,  
8-2-269/S/3/A  
Road No.2 Banjara Hills,  
Hyderabad – 500 034, Telangana, India.  
Tel : 0091-40-42221212, 42212323, 23540616 Fax : 0091-40-  
23540444  
E-mail : [cs@bhagirad.com](mailto:cs@bhagirad.com)  
Website : [www.bhagirad.com](http://www.bhagirad.com)

**DECLARATION ON CODE OF CONDUCT**

Pursuant to Regulation 26 read with schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I, K. S. Raju, Chairman of the Company, hereby confirm that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed the compliance of the Company's Code of Conduct for the Board of Directors and Senior Management for the financial year 31<sup>st</sup> March, 2022.

**For and on behalf of the Board of Directors  
Bhagiradha Chemicals and Industries Limited**

**Registered Office:**

8-2-269/S/3/A  
Plot No. 3, Sagar Society,  
Road No. 2, Banjara Hills,  
Hyderabad – 500034  
CIN: L24219TG1993PLC015963  
Ph: +91-040 42221212/ 2323  
E-mail: [info@bhagirad.com](mailto:info@bhagirad.com)

**K S Raju**  
Chairman  
DIN NO.: 00008177

**S Chandra Sekhar**  
Managing Director  
DIN NO.: 00159543

Place: Hyderabad  
Date: 26<sup>th</sup> May, 2022



## CEO & CFO Certification

(As per Regulation 17(8) of SEBI (LO&DR) Regulation, 2015)

To  
The Board of Directors,  
**Bhagiradha Chemicals and Industries Limited**

We, A Arvind Kumar, Chief Executive Officer and B Krishna Mohan Rao, Chief Financial Officers of Bhagiradha Chemicals and Industries Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the financial year ended March 31, 2022 and based on our knowledge and belief, we state that:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated, based on our most recent evaluation, wherever applicable, to the auditors and the Audit Committee
  - i. Significant changes, if any, in the internal controls over financial reporting during the year;
  - ii. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For **Bhagiradha Chemicals and Industries Limited**

Place: Hyderabad  
Date: May 26, 2022

**A Arvind Kumar**  
Chief Executive Officer

**B Krishna Mohan Rao**  
Chief Financial Officer



## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,  
The Members of  
**Bhagiradha Chemicals & Industries Limited**

We have examined the compliance of conditions of corporate governance by Bhagiradha Chemicals & Industries Limited (CIN: L24219TG1993PLC015963) ('the Company') for the year ended 31 March, 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S Singhvi & Co.**  
Chartered Accountants  
Firm Regi. No. 003872S

**Shailendra Singhvi**  
Proprietor  
Membership No.023125/ICAI  
UDIN NO. 22023125AJQPIM9098

Place: Hyderabad  
Date: 26-05-2022

